

ASSIGNMENT OF LEASE

Recitals

On December 12, 1980, GWI Rail Management Corporation ("GWIRM"), a Delaware corporation, and International Salt Company ("ISCO"), a New Jersey corporation entered into a certain Lease (the "Lease") pursuant to which ISCO is to lease from GWIRM up to fifty (50) covered hopper railroad cars newly manufactured by Portec Inc. (the "Cars"). GWIRM has since assigned its right to purchase the Cars to the individuals indicated on Schedule 1 attached hereto (the "Owners"). In addition, GWIRM has entered into Management Agreements with each of the Owners which grant GWIRM the authority, among other things, to act as agent for the Owners in entering into leases covering the Cars and generally in managing the Cars for the Owners. GWIRM (as principal), therefore, wishes to assign all of its interest in the Lease to GWIRM, as agent for the Owners.

Assignment

1. For value received, GWIRM (as principal) hereby assigns to GWIRM, as agent for the Owners, all of its right, title and interest in and to the Lease.
2. GWIRM, as agent for the Owners, hereby assumes, covenants and agrees to be bound by and perform all of the terms, covenants and conditions of the Lease.

RECORDATION NO. 12673-A
FILED 1155

DEC 29 1980-3 15 PM

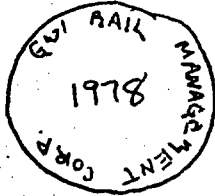
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3. GWIRM (as principal) shall be relieved of all liabilities and obligations as of the date hereof.

IN WITNESS WHEREOF, the parties have executed this Assignment of Lease this 23rd day of December 1980.

GWIRAIL MANAGEMENT CORPORATION
(as principal)



By: Mark W. Hastings
Mark W. Hastings
Secretary-Treasurer

GWIRAIL MANAGEMENT CORPORATION
as agent for the Owners



By: Mark W. Hastings
Mark W. Hastings
Secretary-Treasurer

CONSENT OF ISCO

International Salt Company hereby consents to the above assignment and hereby releases GWIRail Management Corporation (as principal) from all liabilities and duties under the Lease as of the date hereof.

Dated:

INTERNATIONAL SALT COMPANY

By: _____

STATE OF *New York*
COUNTY OF *Albany*) SS:

On this *23rd* day of December, 1980, before me personally came Mark W. Hastings, to me personally known, who being duly sworn, says that he resides in New Canaan, Connecticut; that he is the Secretary-Treasurer of GWI Rail Management Corporation (as principal), the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

James B. Gray
Notary Public *Monroe County*
My Commission Expires *3/30/81*

STATE OF *New York*
COUNTY OF *Albany*) SS:

On this *23rd* day of December, 1980, before me personally came Mark W. Hastings, to me personally known, who being duly sworn, says that he resides in New Canaan, Connecticut; that he is the Secretary-Treasurer of GWI Rail Management Corporation, as agent for the Owners, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

James B. Gray
Notary Public *Monroe County*
My Commission Expires *3/30/81*

SS:

Notary Public

SCHEDULE 1

To Assignment of Lease by GWI Rail Management Corporation
(as principal) to GWI Rail Management Corporation, as agent for
the Owners set forth below:

<u>Name and Addresses of Owners</u>	<u>Number of Cars</u>	<u>Serial Numbers</u>	<u>Reporting Marks</u>
Benito Gaguine, Esq. 1211 Connecticut Ave., N.W. Washington, D.C. 20036	5	1115 1114 1127 1123 1110	GWIX 30026 GWIX 30027 GWIX 30028 GWIX 30029 GWIX 30030
Gordon Bell Page Farm Road Lincoln, Massachusetts 01773	3	1118 1119 1120	GWIX 30031 GWIX 30032 GWIX 30033
Claire W. Morse 53 Sargent Crossway Brookline, Massachusetts 02146	1	1113	GWIX 30035
William M. Spencer, III 3035 Cherokee Road Mountain Brook, Alabama 35223	3	1084 1116 1121	GWIX 30036 GWIX 30037 GWIX 30038
Lee J. Styslinger, President Altec Industries, Inc. 1730 Vanderbilt Road P.O. Box 10264 Birmingham, Alabama 35202	3	1098 1111 1125	GWIX 30039 GWIX 30040 GWIX 30041
Sen. John H. Glenn 8710 Belmart Road Potomac, Maryland 20854	5	1128 1132 1130 1126 1122	GWIX 30042 GWIX 30043 GWIX 30044 GWIX 30045 GWIX 30034
William Hulsey c/o Macklanburg Duncan Co. 4041 N. Santa Fe/Box 25188 Oklahoma City, Oklahoma 73125	5	1129 1124 1092 1117 1106	GWIX 30046 GWIX 30047 GWIX 30048 GWIX 30049 GWIX 30050

SCHEDULE 1 (Continued)

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<u>Name and Addresses of Owners</u>	<u>Number of Cars</u>	<u>Serial Numbers</u>	<u>Reporting Marks</u>
Alfond P. Rudnick, Esq.	10	987	GWIX 30001
Brown, Rudnick, Freed & Gesmer		940	GWIX 30002
		943	GWIX 30003
One Federal Street		1094	GWIX 30004
Boston Massachusetts 02110		1089	GWIX 30005
		1096	GWIX 30006
		1091	GWIX 30007
		960	GWIX 30008
		1100	GWIX 30009
		1095	GWIX 30010
George S. Kariotis	10	1090	GWIX 30011
8 Poets' Path		1101	GWIX 30012
Wayland, Massachusetts 01778		1102	GWIX 30013
		1099	GWIX 30014
		1093	GWIX 30015
		990	GWIX 30016
		1103	GWIX 30017
		1107	GWIX 30018
		1097	GWIX 30019
		1085	GWIX 30020
William G. Kerr	5	1104	GWIX 30021
950 City Center Road		1105	GWIX 30022
Main at Broadway		1108	GWIX 30023
Oklahoma City, Oklahoma 73102		1109	GWIX 30024
		1112	GWIX 30025